

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

New York City Opera, Inc.,

Debtor.

Chapter 11

Case No. 13-13240 (SHL)

**SCHEDULING ORDER: (A) FIXING DATES FOR SOLICITING, VOTING
AND COMBINED HEARING ON DISCLOSURE STATEMENT AND PLAN;
(B) ESTABLISHING NOTICE AND OBJECTION PROCEDURES; AND
(C) APPROVING SOLICITATION AND VOTING MATERIALS
AND RELATED PROCEDURES**

New York City Opera, Inc. (the “**Debtor**”), NYCO Renaissance, Ltd. (“**NYCO Renaissance**”) and the Official Committee of Unsecured Creditors (the “**Committee**,” and, together with NYCO Renaissance, the “**Plan Proponents**”) that have filed the First Amended Chapter 11 Plan for Reorganization (the “**Plan**”) in this case, having requested that the Court: (i) schedule a combined hearing to consider the approval of the First Amended Disclosure Statement (the “**Disclosure Statement**”) and confirmation of the Plan (the “**Disclosure and Plan Hearing**”); (ii) establish notice and objection procedures; (iii) approve solicitation and voting materials and related procedures; and upon the record of the status conferences held before the Court on November 16, 2015 and November 30, 2015; and after due deliberation, it appearing that that the Debtor, the Committee and the Plan Proponents have each represented that the Disclosure Statement and the Plan contain adequate information within the meaning of Section 1125 of the Bankruptcy Code; and it appearing that due notice of the relief granted herein having been given; and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The form of the notice of the Disclosure and Plan Hearing (the “**Disclosure and Plan Hearing Notice**”) attached hereto is hereby approved.
2. The combined Disclosure and Plan Hearing shall be held on **January 12, 2016 at 10:00 a.m. (EST)**, as may be adjourned from time to time.

3. Objections to the adequacy of the information set forth in the Disclosure Statement and objections to the confirmation of the Plan (“**Disclosure and Plan Objections**”) must be in writing and conform to the Federal and Local Rules for Bankruptcy Procedure and filed and served so as to be received by: (i) the Debtor, New York City Opera, Inc., P.O. Box 546, Rockville Centre, New York, New York 11571-0546; (ii) counsel for the Debtor, Lowenstein Sandler, LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Nicole Stefanelli; (iii) counsel for NYCO Renaissance, Duane Morris, LLP, 1540 Broadway, New York, New York 10036-4086, Attn: Gerard S. Catalanello; (iv) counsel for the Committee, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, New York 10036, Attn: Sean C. Southard; (v) Office of the New York Attorney General, 120 Broadway, New York, New York 10271, Attn: Rose Firestein; and (vi) any other entities filing a notice of appearance in the Debtor’s bankruptcy case, no later than **5:00 p.m. (EST) on January 5, 2016**.

4. Replies to the Disclosure and Plan Objections shall be filed no later than **January 8, 2016**.

5. The form of ballot and voting instructions (the “**Ballot**”) substantially in the form attached hereto is approved.

6. This Scheduling Order, the Disclosure and Plan Hearing Notice, the Ballot, the Disclosure Statement, and the Plan and Plan Summary (the “**Solicitation Package**”), shall be served, by first class mail, no later than **December 4, 2015**, on the holders of claims in Classes 3, 4, and 5 under the Plan, which are entitled to vote to either accept or reject the Plan (the “**Voting Classes**”).

7. Ballots need not be provided to holders of claims in Classes 1, 2, and 6 under the Plan, because these Classes are not impaired and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code. As such, the holders of claims in Classes 1, 2, and 6, and/or all other parties entitled to notice pursuant to the Federal and Local Rules of Bankruptcy Procedure shall be served, by first class mail, with the Scheduling Order

and the Disclosure and Plan Hearing Notice, in lieu of the Solicitation Package, no later than **December 4, 2015**.

8. The period during which the Plan Proponents may solicit votes to accept or reject the Plan, as established by this Proposed Scheduling Order, provides sufficient time for creditors to make informed decisions to accept or reject the Plan and submit timely Ballots.

9. The procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

10. The contents of the Solicitation Package and Disclosure and Plan Hearing Notice comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

11. All votes to accept or reject the Plan must be cast by using the Ballot.

12. All Ballots must be properly executed, completed and delivered in accordance with the instructions on the Ballot and must be received no later than **January 5, 2016, at 5:00 p.m. (EST)** (the “**Voting Deadline**”).

13. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Plan Proponents or the Debtor in any other context, each claim within the Voting Classes shall be counted in accordance with the following rules (collectively, the “**Tabulation Rules**”):

- a. Unless otherwise provided in the Tabulation Rules described below, a claim will be deemed temporarily counted for voting purposes in an amount equal to (i) if a timely filed proof of claim has not been filed, the amount of such claim as set forth in the schedules of assets and liabilities, filed by the Debtor (the “**Schedules**”), or (ii) the amount of such claim as set forth in a timely filed proof of claim;
- b. If a claim for which a proof of claim has been timely filed is marked in whole or in part as contingent, unliquidated or disputed on its face, such portion of the

claim that is marked as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount of \$1.00;

- c. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court;
- d. If a claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not timely filed, such claim will be disallowed for voting purposes; and
- e. If the Debtor has filed and served an objection to a claim by **December 18, 2015** (“**Claim Objection**”), such claim will be temporarily allowed or disallowed for voting purposes in the amount set forth in the Claim Objection, or \$1.00, whichever is greater.

14. If any claimant seeks to challenge the amount of its claim for voting purposes, in accordance with the Tabulation Rules, such claimant must file and serve on the counsel for the Debtor a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the Plan (a “**Rule 3018 Motion**”), so that it is received no later than **December 28, 2015 at 5:00 p.m. (EST)**. If any Rule 3018 Motion is filed within the aforementioned timeframe, any replies by the Debtor must be filed and served no later than **January 5, 2016 at 5:00 p.m. (EST)**, and the Court shall hold a hearing to consider the relief sought on **January 7, 2016 at 10:00 a.m. (EST)**, as may be adjourned from time to time. Any Ballot submitted by a creditor that files a Rule 3018 Motion or an objection to the Claim Objection will be counted solely in accordance with the Tabulation Rules and the other applicable provisions contained herein unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

15. In tabulating the Ballots, the following additional procedures shall be utilized: (a) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last dated Ballot received before the Voting Deadline will be deemed to reflect the voter’s intent and

thus will supersede any prior Ballots; (b) creditors will be required to vote all of their claims or interests within a particular class under the Plan either to accept or reject the Plan and may not split their votes; thus, a Ballot (or a group of Ballots within a Plan class received from a single creditor) that partially rejects and partially accepts the Plan will not be counted; and (c) Ballots that are otherwise validly executed but do not indicate either acceptance or rejection of the Plan will not be counted.

16. The Plan Proponents are authorized to make nonsubstantive changes to the Solicitation Package without further order of the Court prior to mailing.

17. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

Dated: December 2, 2015
New York, New York

/s/ *Sean H. Lane*
HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

New York City Opera, Inc.,

Debtor.

Chapter 11

Case No. 13-13240 (SHL)

**NOTICE OF (A) FILING OF DISCLOSURE STATEMENT AND
THE PLAN; (B) PROCEDURES FOR FILING OBJECTIONS
THERE TO; AND (C) SCHEDULING COMBINED HEARING ON
APPROVAL OF THE DISCLOSURE STATEMENT AND THE PLAN**

PLEASE TAKE NOTICE that on December 2, 2015, NYCO Renaissance, Ltd. and the Official Committee of Unsecured Creditors filed the First Amended Joint Chapter 11 Plan of Reorganization of NYCO Renaissance, Ltd. and Official Committee of Unsecured Creditors for New York City Opera, Inc. (collectively, the “**Plan Proponents**”) and a summary thereof [Dkt No. 314] (the “**Plan**”).

PLEASE TAKE FURTHER NOTICE that on December 2, 2015, the Plan Proponents also filed the First Amended Disclosure Statement (the “**Disclosure Statement**”) in connection with the Plan [Dkt. No. 314].

PLEASE TAKE FURTHER NOTICE that the Court has entered the attached Scheduling Order establishing deadlines and procedures with respect to the solicitation of votes for the Plan, approval of the Disclosure Statement and confirmation of the Plan [Dkt. No. ___] as follows:

1. Objections to Disclosure Statement and Confirmation of the Plan. The deadline for filing and serving objections to the Disclosure Statement and/ or to confirmation of the Plan is **January 5, 2016 at 5:00 p.m. (EST)**. To be considered, objections to the Disclosure Statement must be made in writing, comply with the Bankruptcy Code and Federal and Local Rules of Bankruptcy Procedure and served on: (i) the Debtor, New York City Opera, Inc., P.O. Box 546, Rockville Centre, New York, New York 11571-0546; (ii) counsel for the Debtor, Lowenstein Sandler, LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Nicole Stefanelli; (iii) counsel for NYCO Renaissance, Duane Morris, LLP, 1540 Broadway, New York, New York 10036-4086, Attn: Gerard S. Catalanello; (iv) counsel for the Committee, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, New York 10036, Attn: Sean C. Southard; (v) Office of the New York Attorney General, 120 Broadway, New York, New York 10271, Attn: Rose Firestein; and (vi) any other entities filing a notice of appearance in the Debtor’s bankruptcy case.

2. Voting Deadline. The voting deadline is **January 5, 2016, at 5:00 p.m. (EST)**. Voting instructions are provided on the Ballot.

4. Combined Disclosure Statement and Confirmation Hearing. The Court will hold a hearing on the adequacy of the Disclosure Statement and confirmation of the Plan on **January 12, 2016, at 10:00 a.m. (EST)**, as may be adjourned from time to time. The hearing will be held before the Honorable Sean H. Lane at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, Courtroom 701.

5. Information and Documents. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan, may request such copies by contacting: (i) counsel for the Debtor, Lowenstein Sandler, LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Nicole Stefanelli; (ii) counsel for NYCO Renaissance, Duane Morris, LLP, 1540 Broadway, New York, New York 10036-4086, Attn: Gerard S. Catalanello; or (iii) counsel for the Committee, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, New York 10036, Attn: Sean C. Southard.

Ballot

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

New York City Opera, Inc.,

Debtor.

Chapter 11

Case No. 13-13240 (SHL)

BALLOT FOR ACCEPTING OR REJECTING THE PLAN

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS
JANUARY 5, 2016 AT 5:00 P.M. (EST). YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THIS DEADLINE TO BE COUNTED.**

This ballot (the “**Ballot**”) is submitted to you to solicit your vote to accept or reject the First Amended Joint Chapter 11 Plan of Reorganization of NYCO Renaissance, Ltd. and Official Committee of Unsecured Creditors for New York City Opera, Inc. (the “**Plan**”). The First Amended Disclosure Statement (the “**Disclosure Statement**”) provides information to assist you in deciding how to vote your Ballot. The Disclosure Statement has not yet been approved by the Court. The Court will consider the approval of the Disclosure Statement at the same time as the Court considers confirmation of the Plan. If you do not have the Disclosure Statement, you may obtain a copy from: (i) counsel for the Debtor, Lowenstein Sandler, LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Nicole Stefanelli; (ii) counsel for NYCO Renaissance, Duane Morris, LLP, 1540 Broadway, New York, New York 10036-4086, Attn: Gerard S. Catalanello; or (iii) counsel for the Committee, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, New York 10036, Attn: Sean C. Southard. Copies of the Disclosure Statement are also available for inspection during regular business hours at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004, and may be viewed for a fee on the internet at the Bankruptcy Court’s website (<http://www.nvsb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Capitalized terms used in this Ballot or the attached instructions but not otherwise defined herein have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you.

**PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT**

The following charts set forth whether you are entitled to vote or not vote on the Plan.

Claim	Class Under the Plan	Entitled to Vote the Plan
PBGC Claims	3	Yes
Unsecured Claims	4	Yes
Unsecured Convenience Claims	5	Yes

PLEASE COMPLETE ITEMS 1 AND 2 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote.

a. The undersigned, a Holder of a **Class** _____ under the **Plan**, votes to (check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
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Voting Amount: \$ _____

Taxpayer Identification Number:¹ _____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that: (i) does not indicate either an acceptance or a rejection of the Plan; or (ii) indicates both an acceptance and a rejection of one of the Plan, will not be counted with respect to that Plan.

¹ To receive a distribution pursuant to the Plan, you must include your taxpayer identification number. If you fail to include your taxpayer identification number, any distribution you are entitled to under the Plan will not be made until such number has been received by the Debtor.

Name of Creditor

Signature

If by Authorized Agent, Name and
Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Date Completed

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate either your acceptance or rejection of the Plan. Complete the Ballot by providing all of the information requested and sign, date and return the Ballot by first class mail to Debtor's counsel Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey 07068.
2. **Ballots (with original signatures) must be received on or before January 5, 2016 at 5:00 p.m. (EST) (the "Voting Deadline").** If a Ballot is received after the Voting Deadline, it will not be counted. Ballots submitted by facsimile, email or other electronic transmission will not be counted. If neither the "Accept" nor the "Reject" box is checked in Item 1 for an otherwise properly completed and executed and timely returned Ballot, the Ballot will not be counted.
3. **Each Ballot you receive is for voting only your Claims in a particular Class.** You must vote all of your Claims within a single Class under the Plan either to accept or to reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under a Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly completed and executed and timely returned Ballot that attempts to partially accept and to partially reject a Plan likewise will not be counted. If you have Claims in more than one Class under a Plan, you must submit a separate Ballot for the Claims in each different Class.
4. In the event you are the Holder of a Claim and your Claim is not otherwise subject to an objection to claim as of December 18, 2015, your Claim has been temporarily allowed solely for the purposes of voting to accept or to reject the Plan. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtor or the Reorganized Debtor in any other context. If you wish to challenge the temporary allowance of your Claim on the terms indicated herein for plan voting purposes, you must file a motion, Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtor so that it is received no later than December 28, 2015 at 5:00 p.m. (EST).
5. The Ballot does not constitute, and will not be deemed, a Proof of Claim.
6. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received valid Ballot will supersede any and all prior Ballots.
7. **NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.**

8. If you have received a damaged Ballot or have lost your Ballot, or if you have any questions concerning this Ballot or the voting procedures, please contact: (i) Counsel for the Debtor, Lowenstein Sandler, LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Nicole Stefanelli; (ii) Counsel for NYCO Renaissance, Duane Morris, LLP, 1540 Broadway, New York, New York 10036-4086, Attn: Gerard S. Catalanello; or (iii) Counsel for the Committee, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, New York 10036, Attn: Sean C. Southard.